

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO

as representative of

THE COMMONWEALTH OF PUERTO RICO, ET
AL.,

Debtors.¹

PROMESA
Title III

Case No. 17-BK-03283 (LTS)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE COMMONWEALTH
OF PUERTO RICO,

PROMESA
Title III

Case No. 17-BK-03566 (LTS)

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Debtor.

THE SPECIAL CLAIMS COMMITTEE OF THE
FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, ACTING BY AND
THROUGH ITS MEMBERS,

and

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ALL TITLE III DEBTORS
(OTHER THAN COFINA),

as co-trustees of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF PUERTO RICO,

Plaintiff,

v.

DEFENDANT 1M, ET AL.,

Defendants.

Adv. Proc. No. 19-00356 (LTS)

THE SPECIAL CLAIMS COMMITTEE OF THE
FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, ACTING BY AND
THROUGH ITS MEMBERS,

and

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ALL TITLE III DEBTORS
(OTHER THAN COFINA),

as co-trustees of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF PUERTO RICO,

Plaintiff,

v.

STOEVER GLASS & CO., ET AL.,

Adv. Proc. No. 19-00357 (LTS)

Defendants.

THE SPECIAL CLAIMS COMMITTEE OF THE
FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, ACTING BY AND
THROUGH ITS MEMBERS,

and

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ALL TITLE III DEBTORS
(OTHER THAN COFINA),

as co-trustees of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF PUERTO RICO,

Plaintiff,

v.

DEFENDANT 1H-78H,

Defendants.

Adv. Proc. No. 19-00359 (LTS)

THE SPECIAL CLAIMS COMMITTEE OF THE
FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, ACTING BY AND
THROUGH ITS MEMBERS,

and

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ALL TITLE III DEBTORS
(OTHER THAN COFINA),

as co-trustees of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF PUERTO RICO,

Plaintiff,

Adv. Proc. No. 19-00361 (LTS)

v.

DEFENDANT 1G-50G, et al.,

Defendants.

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

and

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ALL TITLE III DEBTORS (OTHER
THAN COFINA),

as section 926 trustee of

THE COMMONWEALTH OF PUERTO RICO

Plaintiffs,²

v.

ANDALUSIAN GLOBAL DESIGNATED ACTIVITY
COMPANY; THE BANK OF NEW YORK MELLON;
MASON CAPITAL MASTER FUND LP; OCHER
ROSE, L.L.C.; SV CREDIT, L.P.; CROWN
MANAGED ACCOUNTS FOR AND ON BEHALF
OF CROWN/PW SP; LMA SPC FOR AND ON
BEHALF OF MAP 98 SEGREGATED PORTFOLIO;
OCEANA MASTER FUND LTD.; PENTWATER
MERGER ARBITRAGE MASTER FUND LTD.;
AND PWCM MASTER FUND LTD,

Adv. Proc. No. 19-00366 (LTS)

² The Official Committee of Unsecured Creditors serves as section 926 trustee and co-plaintiff in the prosecution of this adversary proceeding pursuant to Docket No. 6990, which is incorporated herein by reference.

Defendants.)	
)	
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	Adv. Proc. No. 19-00367 (LTS)
as representative of)	
EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,)	
and)	
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALL TITLE III DEBTORS (OTHER THAN COFINA),)	
as section 926 trustee of)	
THE COMMONWEALTH OF PUERTO RICO)	
Plaintiffs, ³)	
v.)	
GLENDON OPPORTUNITIES FUND, L.P.; OAKTREE-FORREST MULTI-STRATEGY, LLC (SERIES B); OAKTREE OPPORTUNITIES FUND IX, L.P.; OAKTREE OPPORTUNITIES FUND IX (PARALLEL 2), L.P.; OAKTREE VALUE OPPORTUNITIES FUND, L.P.; PUERTO RICO AAA PORTFOLIO BOND FUND, INC.; PUERTO RICO AAA PORTFOLIO BOND FUND II, INC.; PUERTO RICO AAA PORTFOLIO TARGET MATURITY FUND, INC.; PUERTO RICO FIXED INCOME FUND, INC.; PUERTO RICO FIXED INCOME FUND II, INC.; PUERTO RICO FIXED INCOME FUND III, INC.; PUERTO RICO FIXED INCOME FUND IV, INC.; PUERTO RICO FIXED INCOME FUND V, INC.; PUERTO RICO GNMA & U.S.)	

³ The Official Committee of Unsecured Creditors serves as section 926 trustee and co-plaintiff in the prosecution of this adversary proceeding pursuant to Docket No. 6990, which is incorporated herein by reference.

GOVERNMENT TARGET MATURITY FUND,)
 INC.; PUERTO RICO INVESTORS BOND FUND I;)
 PUERTO RICO INVESTORS TAX-FREE FUND,)
 INC.; PUERTO RICO INVESTORS TAX-FREE)
 FUND II, INC.; PUERTO RICO INVESTORS TAX-)
 FREE FUND III, INC.; PUERTO RICO INVESTORS)
 TAX-FREE FUND IV, INC.; PUERTO RICO)
 INVESTORS TAX-FREE FUND V, INC.; PUERTO)
 RICO INVESTORS TAX-FREE FUND VI, INC.;)
 PUERTO RICO MORTGAGE-BACKED & U.S.)
 GOVERNMENT SECURITIES FUND, INC.; TAX-)
 FREE PUERTO RICO FUND, INC.; TAX-FREE)
 PUERTO RICO FUND II, INC.; TAX-FREE PUERTO)
 RICO TARGET MATURITY FUND, INC.; UBS IRA)
 SELECT GROWTH & INCOME PUERTO RICO)
 FUND,)
)
 Defendants.)
)
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**JOINT URGENT MOTION TO MODIFY DISCOVERY AND BRIEFING SCHEDULES
 WITH RESPECT TO (A) THE ERS BONDHOLDER CLAIMS AND ADMINISTRATIVE
 EXPENSE MOTIONS AND (B) CERTAIN ISSUES RAISED IN CERTAIN CONTESTED
 MATTERS AND ADVERSARY PROCEEDINGS RELATED TO THE BONDS ISSUED
 BY THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO**

To the Honorable United States District Judge Laura Taylor Swain:

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”), the
 Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree
 Committee” and, together with the Creditors’ Committee, the “Committees”), the Financial
 Oversight and Management Board for Puerto Rico (the “Oversight Board”) as the Debtor’s
 representative pursuant to Section 315(b) of PROMESA, the Special Claims Committee of the
 Financial Oversight and Management Board for Puerto Rico (the “SCC”), the Puerto Rico Fiscal
 Agency and Financial Advisory Authority (“AAFAF” and, together with the Oversight Board

and the SCC, the “Government Parties”), certain groups of ERS Bondholders represented by Jones Day and White & Case LLP (the “ERS Bondholder Groups”),⁴ and The Bank of New York Mellon, as Fiscal Agent for the ERS bonds (the “Fiscal Agent” and, together with the ERS Bondholder Groups, the Committees, and the Government Parties, the “Parties”) respectfully submit this joint urgent motion (the “Motion”) to modify the briefing and discovery deadlines in the above-captioned matters. In support of this Motion, the Parties respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction over this matter under PROMESA section 306(a), 48 U.S.C. § 2166(a), and venue is proper under PROMESA section 307(a), 48 U.S.C. § 2167(a).

⁴ Altair Global Credit Opportunities Fund (A), LLC, Andalusian Global Designated Activity Company, Crown Managed Accounts for and on behalf of Crown/PW SP, Glendon Opportunities Fund, L.P., LMA SPC for and on behalf of Map 98 Segregated Portfolio, Mason Capital Master Fund LP, Oaktree-Forrest Multi-Strategy, LLC (Series B), Oaktree Opportunities Fund IX, L.P., Oaktree Opportunities Fund IX (Parallel), L.P., Oaktree Opportunities Fund IX (Parallel 2), L.P., Oaktree Huntington Investment Fund II, L.P., Oaktree Opportunities Fund X, L.P., Oaktree Opportunities Fund X (Parallel), L.P., Oaktree Opportunities Fund X (Parallel 2), L.P., Oaktree Value Opportunities Fund Holdings, L.P., Oceana Master Fund Ltd., Ocher Rose, L.L.C., Pentwater Merger Arbitrage Master Fund Ltd., Puerto Rico AAA Portfolio Bond Fund, Inc., Puerto Rico AAA Portfolio Bond Fund II, Inc., Puerto Rico AAA Portfolio Target Maturity Fund, Inc., Puerto Rico Fixed Income Fund, Inc., Puerto Rico Fixed Income Fund II, Inc., Puerto Rico Fixed Income Fund III, Inc., Puerto Rico Fixed Income Fund IV, Inc., Puerto Rico Fixed Income Fund V, Inc., Puerto Rico Fixed Income Fund VI, Inc., Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc., Puerto Rico Investors Bond Fund I, Puerto Rico Investors Tax-Free Fund, Inc., Puerto Rico Investors Tax-Free Fund II, Inc., Puerto Rico Investors Tax-Free Fund III, Inc., Puerto Rico Investors Tax-Free Fund IV, Inc., Puerto Rico Investors Tax-Free Fund V, Inc., Puerto Rico Investors Tax-Free Fund VI, Inc., Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc., PWCM Master Fund Ltd., Redwood Master Fund, Ltd, SV Credit, L.P., Tax-Free Puerto Rico Fund, Inc., Tax-Free Puerto Rico Fund II, Inc., Tax-Free Puerto Rico Target Maturity Fund, Inc., and UBS IRA Select Growth & Income Puerto Rico Fund.

BACKGROUND

2. On April 20, 2020, this Court entered the *Order Granting the Joint Urgent Motion to Modify the Schedule for Resolution of the ERS Bondholder Claims and Administrative Expense Motions* (ECF No. 871 in Case No. 17-bk-03566) (the “Administrative Expense Motions Scheduling Order”).

3. On June 23, 2020, this Court entered the *Order Modifying Discovery and Briefing Schedule with Respect to Certain Issues Raised in Certain Contested Matters and Adversary Proceedings Related to the Bonds Issued by the Employees Retirement System of the Government of the Commonwealth of Puerto Rico* (ECF No. 927 in Case No. 17-bk-03566) (the “Adversary Proceedings Scheduling Order”) pertaining to the Lien Scope and Ultra Vires Adversary Proceedings.

RELIEF REQUESTED

4. The Parties jointly request entry of a modified schedule for both (a) the ERS Bondholder Claims and Administrative Expense Motions and (b) the Lien Scope and Ultra Vires Adversary Proceedings.

5. The Parties respectfully request entry of a modified schedule for resolution of the ERS Bondholder Claims and Administrative Expense Motions as follows:

Proposed Administrative Expense Motions Schedule

Event	Prior Ordered Dates	Proposed New Dates
Deadline for Government Parties and Committees to file replies in support of any Rule 12(b) motions	07/15/2020	07/22/2020
Deadline for Non-Party Participants to file responses or joinders to replies in support of any Rule 12(b) motions	07/22/2020	07/29/2020

Event	Prior Ordered Dates	Proposed New Dates
Deadline for ERS Bondholder Groups and the Fiscal Agent to file replies in support of any Rule 12(c) motions	08/06/2020	Unchanged
Deadline for Non-Party Participants to file responses or joinders to replies in support of any Rule 12(c) motions	08/13/2020	Unchanged
Hearing on Rule 12 motions	Date Set by Court	Date Set by Court
Deadline for completion of document discovery	30 Days After Decision on Rule 12 Motions	30 Days After Decision on Rule 12 Motions
Subsequent to the court's ruling on the Rule 12 motions, the parties are to meet and confer regarding a schedule for any further litigation necessary to fully resolve the Claims and the Administrative Expense Motions	TBD	TBD

6. The Parties respectfully request entry of a modified schedule for resolution of the Lien Scope and Ultra Vires Adversary Proceedings as follows:

Proposed Lien Scope and Ultra Vires Adversary Proceedings Schedule

Event	Prior Ordered Dates	Proposed New Dates
Disclosure of rebuttal experts and service of rebuttal expert reports (if any)	07/15/2020	07/20/2020
Deadline for completion of expert depositions (if any)	07/29/2020	08/14/2020
Deadline for filing motions for summary judgment and declarations in support	08/07/2020	08/28/2020

Event	Prior Ordered Dates	Proposed New Dates
Deadline for Participants to file joinders in the motions for summary judgment on the Ultra Vires Issues	08/14/2020	09/04/2020
Deadline for filing oppositions to summary judgment briefs and declarations in support	09/09/2020	09/30/2020
Deadline for Participants to file joinders in oppositions to the motions summary judgment briefs on the Ultra Vires Issues	09/16/2020	10/07/2020
Deadline for Replies in support of summary judgment motions	09/23/2020	10/14/2020

7. The Parties respectfully submit that good cause exists to grant the Motion. The Parties have agreed to the modified schedules proposed above. In the Claims and Administrative Expense Proceedings, the Government Parties and Committees require a short extension to prepare their replies in support of their Rule 12(b) motions. In the Lien Scope and Ultra Vires Proceedings, all Parties require additional time to prepare and serve rebuttal expert reports, and to accommodate the schedules of experts and counsel ahead of expert depositions.

8. For the foregoing reasons, the Parties respectfully request that the Court enter an order substantially in the form of the attached as Exhibit A (the “Proposed Order”) modifying the schedule to resolve the Claims and Administrative Expense Motions.

**CERTIFICATION OF COMPLIANCE WITH LOCAL RULE 9013-1 AND THE
TWELFTH AMENDED CASE MANAGEMENT PROCEDURES**

9. Pursuant to Local Rule 9013-1 and ¶ I.H of the Twelfth Amended Case Management Order, the undersigned hereby certify that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of this motion and that the Parties have not created the urgency through lack of due diligence on its part. The

undersigned further certify that the Parties made a bona fide, reasonable, and good faith effort to resolve the issues addressed in this motion prior to filing. The Parties jointly request the Court grant the motion.

WHEREFORE the Parties respectfully requests the Court enter the Proposed Order attached as Exhibit A, granting the relief requested herein and all other relief as is just and proper.

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Dated: July 13, 2020
San Juan, PR

Respectfully submitted,

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/s/Alicia I. Lavernge-Ramírez

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/s/ John Arrastia

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*Special Litigation Counsel to the
Official Committee of Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

Dated: July 13, 2020

/s/ Bruce Bennett